



House of Representatives

File No. 753

General Assembly

February Session, 2014

(Reprint of File No. 631)

Substitute House Bill No. 5489
As Amended by House Amendment
Schedule "A"

Approved by the Legislative Commissioner
May 3, 2014

AN ACT CONCERNING THE INTEGRITY OF THE BUSINESS REGISTRY.

Be it enacted by the Senate and House of Representatives in General
Assembly convened:

1 Section 1. Subsection (a) of section 33-617 of the general statutes is
2 repealed and the following is substituted in lieu thereof (*Effective July*
3 *1, 2015*):

4 (a) The Secretary of the State shall charge and collect the following
5 fees for filing documents and issuing certificates and remit them to the
6 Treasurer for the use of the state: (1) Filing application to reserve,
7 register, renew or cancel registration of corporate name, sixty dollars;
8 (2) filing transfer of reserved corporate name, sixty dollars; (3) filing
9 certificate of incorporation, including appointment of registered agent,
10 one hundred dollars; (4) filing change of address of registered agent or
11 change of registered agent, fifty dollars; (5) filing notice of resignation
12 of registered agent, fifty dollars; (6) filing amendment to certificate of
13 incorporation, one hundred dollars; (7) filing restated certificate of
14 incorporation, one hundred dollars; (8) filing certificate of merger or

15 share exchange, sixty dollars; (9) filing certificate of correction, one
16 hundred dollars; (10) filing certificate of surrender of special charter
17 and adoption of general certificate of incorporation, one hundred
18 dollars; [(11) filing certificate of dissolution, fifty dollars; (12)] (11)
19 filing certificate of revocation of dissolution, fifty dollars; [(13)] (12)
20 filing annual report, one hundred fifty dollars except as otherwise
21 provided in sections 33-953 and 33-954; [(14)] (13) filing application of
22 foreign corporation for certificate of authority to transact business in
23 this state and issuing certificate of authority, one hundred dollars;
24 [(15)] (14) filing application of foreign corporation for amended
25 certificate of authority to transact business in this state and issuing
26 amended certificate of authority, one hundred dollars; [(16) filing
27 application for withdrawal of foreign corporation and issuing
28 certificate of withdrawal, one hundred dollars; (17)] (15) filing
29 application for reinstatement, one hundred fifty dollars; [(18)] (16)
30 filing a corrected annual report, one hundred dollars; and [(19)] (17)
31 filing an interim notice of change of director or officer, twenty dollars.

32 Sec. 2. Section 33-890 of the general statutes is repealed and the
33 following is substituted in lieu thereof (*Effective January 1, 2015*):

34 (a) The Secretary of the State may effect the administrative
35 dissolution of a corporation as provided in this section.

36 (b) Whenever any corporation is more than one year in default of
37 filing its annual report as required by section 33-953, the Secretary of
38 the State may notify such corporation by registered or certified mail
39 addressed to such corporation at its principal office as last shown on
40 his records that under the provisions of this section the corporation is
41 to be administratively dissolved. Unless the corporation, within three
42 months of the mailing of such notice, files such annual report, the
43 Secretary of the State shall prepare and file in his office a certificate of
44 administrative dissolution stating that the delinquent corporation has
45 been administratively dissolved by reason of its default.

46 [(b)] (c) Whenever it comes to the attention of the Secretary of the

47 State that a corporation has failed to maintain a registered agent or that
48 such registered agent cannot, with reasonable diligence, be found at
49 the address shown in the records of his office, the Secretary of the State
50 may notify such corporation by registered or certified mail addressed
51 to such corporation at its principal office as last shown on his records
52 that under the provisions of this section the corporation is to be
53 administratively dissolved. Unless the corporation within three
54 months of the mailing of such notice files an appointment of registered
55 agent, the Secretary of the State shall prepare and file in his office a
56 certificate of administrative dissolution stating that the delinquent
57 corporation has been administratively dissolved by reason of its
58 default.

59 [(c)] (d) Dissolution shall be effective upon the filing by the
60 Secretary of the State in his office of such certificate of administrative
61 dissolution.

62 [(d)] (e) After filing the certificate of administrative dissolution, the
63 Secretary of the State shall: (1) [Send] Mail a copy thereof to the
64 delinquent corporation, [by registered or certified mail,] addressed to
65 such corporation at its principal office as last shown on his records;
66 and (2) cause notice of the filing of such certificate of administrative
67 dissolution to be [published in two successive issues of the
68 Connecticut Law Journal] posted on the office of the Secretary of the
69 State's Internet web site for a period of sixty days following the date on
70 which the Secretary of the State files the certificate of administrative
71 dissolution.

72 Sec. 3. Section 33-922 of the general statutes is repealed and the
73 following is substituted in lieu thereof (*Effective January 1, 2015*):

74 (a) A foreign corporation may apply for a certificate of authority to
75 transact business in this state by delivering an application to the
76 Secretary of the State for filing. The application shall set forth: (1) The
77 name of the foreign corporation or, if its name is unavailable for use in
78 this state, a corporate name that satisfies the requirements of section

79 33-925; (2) the name of the state or country under whose law it is
80 incorporated; (3) its date of incorporation and period of duration; (4)
81 the street address of its principal office; (5) the address of its registered
82 office in this state and the name of its registered agent at that office;
83 [and] (6) the electronic mail address, if any, of the corporation; and (7)
84 the names and respective business and residence addresses of the
85 directors and officers of the foreign corporation, except that if good
86 cause is shown, the Secretary of the State may accept business
87 addresses in lieu of business and residence addresses of the directors
88 and officers of the corporation. For purposes of this section, a showing
89 of good cause shall include, but not be limited to, a showing that
90 public disclosure of the residence addresses of the corporation's
91 directors and officers may expose the personal security of such
92 directors and officers to significant risk.

93 (b) The foreign corporation shall deliver with the completed
94 application a certificate of existence, or a document of similar import,
95 duly authenticated by the secretary of the state or other official having
96 custody of corporate records in the state or country under whose law it
97 is incorporated.

98 Sec. 4. Section 33-935 of the general statutes is repealed and the
99 following is substituted in lieu thereof (*Effective January 1, 2015*):

100 The Secretary of the State may commence a proceeding under
101 section 33-936, as amended by this act, to revoke the certificate of
102 authority of a foreign corporation authorized to transact business in
103 this state if: (1) The foreign corporation has failed to file its annual
104 report with the Secretary of the State; (2) the foreign corporation does
105 not pay within sixty days after they are due any license fees, franchise
106 taxes or penalties imposed by sections 33-600 to 33-998, inclusive, as
107 amended by this act, or other law; [(2)] (3) the foreign corporation is
108 without a registered agent or registered office in this state for sixty
109 days or more; [(3)] (4) the foreign corporation does not inform the
110 Secretary of the State under section 33-927 or 33-928 that its registered
111 agent or registered office has changed, that its registered agent has

112 resigned or that its registered office has been discontinued within sixty
113 days of the change, resignation or discontinuance; [(4)] (5) an
114 incorporator, director, officer or agent of the foreign corporation
115 signed a document he knew was false in any material respect with
116 intent that the document be delivered to the Secretary of the State for
117 filing; [(5)] or (6) the Secretary of the State receives a duly
118 authenticated certificate from the Secretary of the State or other official
119 having custody of corporate records in the state or country under
120 whose law the foreign corporation is incorporated stating that it has
121 been dissolved or disappeared as the result of a merger.

122 Sec. 5. Section 33-936 of the general statutes is repealed and the
123 following is substituted in lieu thereof (*Effective January 1, 2015*):

124 (a) If the Secretary of the State determines that one or more grounds
125 exist under section 33-935, as amended by this act, for revocation of a
126 certificate of authority, he shall [serve the foreign corporation with
127 written notice of his determination under section 33-929] notify the
128 foreign corporation by registered or certified mail addressed to such
129 foreign corporation at its principal office as last shown on his records
130 that under the provisions of this section the foreign corporation's
131 certificate of authority is to be revoked.

132 (b) If the foreign corporation does not correct each ground for
133 revocation or demonstrate to the reasonable satisfaction of the
134 Secretary of the State that each ground determined by the Secretary of
135 the State does not exist, within [sixty] ninety days after [service]
136 mailing of the notice, [is effective under section 33-929,] the Secretary
137 of the State may revoke the foreign corporation's certificate of
138 authority by signing a certificate of revocation that recites the ground
139 or grounds for revocation and its effective date. The Secretary of the
140 State shall file the original of the certificate and [serve a copy on the
141 foreign corporation under section 33-929] shall: (1) Mail a copy thereof
142 to the delinquent corporation, addressed to such corporation at its
143 principal office as last shown on his records; and (2) cause notice of the
144 filing to be posted on the office of the Secretary of the State's Internet

145 web site for a period of sixty days following the date on which the
146 Secretary of the State files the certificate of revocation.

147 (c) The authority of a foreign corporation to transact business in this
148 state ceases on the date shown on the certificate revoking its certificate
149 of authority.

150 (d) The Secretary of the State's revocation of a foreign corporation's
151 certificate of authority appoints the Secretary of the State the foreign
152 corporation's agent for service of process in any proceeding based on a
153 cause of action which arose during the time the foreign corporation
154 was authorized to transact business in this state. Service of process on
155 the Secretary of the State as provided in section 33-929 is service on the
156 foreign corporation.

157 (e) Revocation of a foreign corporation's certificate of authority does
158 not terminate the authority of the registered agent of the corporation.

159 Sec. 6. Subsection (a) of section 33-1013 of the general statutes is
160 repealed and the following is substituted in lieu thereof (*Effective July*
161 *1, 2015*):

162 (a) The Secretary of the State shall charge and collect the following
163 fees for filing documents and issuing certificates and remit them to the
164 Treasurer for the use of the state: (1) Filing application to reserve,
165 register, renew or cancel registration of corporate name, sixty dollars;
166 (2) filing transfer of reserved corporate name, sixty dollars; (3) filing a
167 certificate of incorporation, including appointment of registered agent,
168 twenty dollars; (4) filing change of address of registered agent or
169 change of registered agent, twenty dollars; (5) filing notice of
170 resignation of registered agent in duplicate, twenty dollars; (6) filing
171 certificate of amendment to certificate of incorporation, twenty dollars;
172 (7) filing restated certificate of incorporation, twenty dollars; (8) filing
173 certificate of merger, twenty dollars; (9) filing certificate of correction,
174 twenty dollars; (10) filing certificate of surrender of special charter and
175 adoption of certificate of incorporation, twenty dollars; [(11) filing
176 certificate of dissolution, twenty dollars; (12)] (11) filing certificate of

177 revocation of dissolution, twenty dollars; [(13)] (12) filing annual
178 report, fifty dollars; [(14)] (13) filing application of foreign corporation
179 for certificate of authority to conduct affairs in this state and issuing
180 certificate of authority, forty dollars; [(15)] (14) filing application of
181 foreign corporation for amended certificate of authority to conduct
182 affairs in this state and issuing amended certificate of authority, forty
183 dollars; [(16)] filing application for withdrawal of foreign corporation
184 and issuing certificate of withdrawal, forty dollars; (17)] (15) filing
185 certificate of reinstatement, including appointment of registered agent,
186 one hundred ten dollars; [(18)] (16) filing a corrected annual report,
187 fifty dollars; and [(19)] (17) filing an interim notice of change of
188 director or officer, twenty dollars.

189 Sec. 7. Section 33-1181 of the general statutes is repealed and the
190 following is substituted in lieu thereof (*Effective January 1, 2015*):

191 (a) The Secretary of the State may effect the administrative
192 dissolution of a corporation as provided in this section.

193 (b) Whenever any corporation is more than two years in default of
194 filing its annual report as required by section 33-1243, the Secretary of
195 the State may notify such corporation by registered or certified mail
196 addressed to such corporation at its principal office as last shown on
197 his records that under the provisions of this section the corporation is
198 to be administratively dissolved. Unless the corporation, within three
199 months of the mailing of such notice, files such annual report, the
200 Secretary of the State shall prepare and file in his office a certificate of
201 administrative dissolution stating that the delinquent corporation has
202 been administratively dissolved by reason of its default.

203 [(b)] (c) Whenever it comes to the attention of the Secretary of the
204 State that a corporation has failed to maintain a registered agent or that
205 such registered agent cannot, with reasonable diligence, be found at
206 the address shown in the records of his office, the Secretary of the State
207 may notify such corporation by registered or certified mail addressed
208 to such corporation at its principal office as last shown on his records

209 that under the provisions of this section the corporation is to be
210 administratively dissolved. Unless the corporation within three
211 months of the mailing of such notice files an appointment of registered
212 agent, the Secretary of the State shall prepare and file in his office a
213 certificate of administrative dissolution stating that the delinquent
214 corporation has been administratively dissolved by reason of its
215 default.

216 [(c)] (d) Dissolution shall be effective upon the filing by the
217 Secretary of the State in his office of such certificate of administrative
218 dissolution.

219 [(d)] (e) After filing the certificate of administrative dissolution, the
220 Secretary of the State shall: (1) [Send] Mail a copy thereof to the
221 delinquent corporation, [by registered or certified mail,] addressed to
222 such corporation at its principal office as last shown on his records,
223 and (2) cause notice of the filing of such certificate of administrative
224 dissolution [to be published in two successive issues of the
225 Connecticut Law Journal] to be posted on the office of the Secretary of
226 the State's Internet web site for a period of sixty days following the
227 date on which the Secretary of the State files the certificate of
228 administrative dissolution.

229 Sec. 8. Section 33-1212 of the general statutes is repealed and the
230 following is substituted in lieu thereof (*Effective January 1, 2015*):

231 (a) A foreign corporation may apply for a certificate of authority to
232 conduct affairs in this state by delivering an application to the
233 Secretary of the State for filing. The application shall set forth: (1) The
234 name of the foreign corporation or, if its name is unavailable for use in
235 this state, a corporate name that satisfies the requirements of section
236 33-1215; (2) the name of the state or country under whose law it is
237 incorporated; (3) its date of incorporation and period of duration; (4)
238 the street address of its principal office; (5) the address of its registered
239 office in this state and the name of its registered agent at that office;
240 [and] (6) the electronic mail address, if any, of the corporation; and (7)

241 the names and respective business and residence addresses of the
242 directors and officers of the foreign corporation, except that if good
243 cause is shown, the Secretary of the State may accept business
244 addresses in lieu of business and residence addresses of the directors
245 and officers of the corporation. For purposes of this section, a showing
246 of good cause shall include, but not be limited to, a showing that
247 public disclosure of the residence addresses of the corporation's
248 directors and officers may expose the personal security of such
249 directors and officers to significant risk.

250 (b) The foreign corporation shall deliver with the completed
251 application a certificate of existence, or a document of similar import,
252 duly authenticated by the secretary of the state or other official having
253 custody of corporate records in the state or country under whose law it
254 is incorporated.

255 Sec. 9. Section 33-1225 of the general statutes is repealed and the
256 following is substituted in lieu thereof (*Effective January 1, 2015*):

257 The Secretary of the State may commence a proceeding under
258 section 33-1226, as amended by this act, to revoke the certificate of
259 authority of a foreign corporation authorized to conduct affairs in this
260 state if: (1) The foreign corporation [does not deliver] has failed to file
261 its annual report [to] with the Secretary of the State; [within sixty days
262 after it is due;] (2) the foreign corporation does not pay within sixty
263 days after they are due any license fees, franchise taxes or penalties
264 imposed by sections 33-1000 to 33-1290, inclusive, as amended by this
265 act, or other law; (3) the foreign corporation is without a registered
266 agent or registered office in this state for sixty days or more; (4) the
267 foreign corporation does not inform the Secretary of the State under
268 section 33-1217 or 33-1218 that its registered agent or registered office
269 has changed, that its registered agent has resigned or that its registered
270 office has been discontinued within sixty days of the change,
271 resignation or discontinuance; (5) an incorporator, director, officer or
272 agent of the foreign corporation signed a document he knew was false
273 in any material respect with intent that the document be delivered to

274 the Secretary of the State for filing; or (6) the Secretary of the State
275 receives a duly authenticated certificate from the Secretary of the State
276 or other official having custody of corporate records in the state or
277 country under whose law the foreign corporation is incorporated
278 stating that it has been dissolved or disappeared as the result of a
279 merger.

280 Sec. 10. Section 33-1226 of the general statutes is repealed and the
281 following is substituted in lieu thereof (*Effective January 1, 2015*):

282 (a) If the Secretary of the State determines that one or more grounds
283 exist under section 33-1225, as amended by this act, for revocation of a
284 certificate of authority, he shall [serve the foreign corporation with
285 written notice of his determination under section 33-1219] notify such
286 foreign corporation by registered or certified mail addressed to such
287 foreign corporation at its principal office as last shown on his records
288 that under the provisions of this section the foreign corporation's
289 certificate of authority is to be revoked.

290 (b) If the foreign corporation does not correct each ground for
291 revocation or demonstrate to the reasonable satisfaction of the
292 Secretary of the State that each ground determined by the Secretary of
293 the State does not exist, within [sixty] ninety days after [service]
294 mailing of the notice, [is effective under section 33-1219,] the Secretary
295 of the State may revoke the foreign corporation's certificate of
296 authority by signing a certificate of revocation that recites the ground
297 or grounds for revocation and its effective date. The Secretary of the
298 State shall file the original of the certificate and [serve a copy on the
299 foreign corporation under section 33-1219] shall: (1) Mail a copy
300 thereof to the delinquent foreign corporation, addressed to such
301 foreign corporation at its principal office as last shown on his records;
302 and (2) cause notice of the filing to be posted on the office of the
303 Secretary of the State's Internet web site for a period of sixty days
304 following the date on which the Secretary of the State files the
305 certificate of revocation.

306 (c) The authority of a foreign corporation to conduct affairs in this
307 state ceases on the date shown on the certificate revoking its certificate
308 of authority.

309 (d) The Secretary of the State's revocation of a foreign corporation's
310 certificate of authority appoints the Secretary of the State the foreign
311 corporation's agent for service of process in any proceeding based on a
312 cause of action which arose during the time the foreign corporation
313 was authorized to conduct affairs in this state. Service of process on the
314 Secretary of the State as provided in section 33-1219 is service on the
315 foreign corporation.

316 (e) Revocation of a foreign corporation's certificate of authority does
317 not terminate the authority of the registered agent of the corporation.

318 Sec. 11. Section 34-10 of the general statutes is repealed and the
319 following is substituted in lieu thereof (*Effective January 1, 2015*):

320 (a) In order to form a limited partnership a certificate of limited
321 partnership must be executed as provided in section 34-10a and the
322 certificate shall set forth:

323 (1) The name of the limited partnership and the address of the office
324 required to be maintained by section 34-13b;

325 (2) The name and address of the agent for service of process
326 required to be maintained by section 34-13b;

327 (3) The name and business address of each general partner;

328 (4) The latest date upon which the limited partnership is to dissolve;
329 [and]

330 (5) Any other matters the partners determine to include therein; and

331 (6) The electronic mail address, if any, of the limited partnership.

332 (b) A limited partnership is formed at the time of the filing of the

333 certificate of limited partnership in the office of the Secretary of the
334 State or at any later time specified in the certificate of limited
335 partnership if, in either case, there has been substantial compliance
336 with the requirements of this section.

337 Sec. 12. Section 34-32b of the general statutes is repealed and the
338 following is substituted in lieu thereof (*Effective January 1, 2015*):

339 (a) The Secretary of the State may effect the cancellation of a limited
340 partnership by forfeiture as provided in this section.

341 (b) Whenever any limited partnership is more than one year in
342 default of filing its annual report as required by section 34-13e, the
343 Secretary of the State may notify such limited partnership by
344 registered or certified mail addressed to such limited partnership at its
345 address as last shown on his records that under the provisions of this
346 section the limited partnership's rights and powers are prima facie
347 forfeited. Unless the limited partnership within three months of the
348 mailing of such notice files such annual report, the Secretary of the
349 State shall prepare and file in his office a certificate of cancellation by
350 forfeiture stating that the delinquent limited partnership's certificate
351 has been cancelled by forfeiture by reason of its default.

352 [(b)] (c) Whenever it comes to the attention of the Secretary of the
353 State that a limited partnership has failed to maintain a statutory agent
354 for service, the Secretary of the State may notify such limited
355 partnership by registered or certified mail [or mail evidenced by a
356 certificate of mailing] addressed to such limited partnership at its
357 address as last shown on his records that under the provisions of this
358 section the limited partnership's rights and powers are prima facie
359 forfeited. Unless the limited partnership within three months of the
360 mailing of such notice files an appointment of statutory agent for
361 service, the Secretary of the State shall prepare and file in his office a
362 certificate of cancellation by forfeiture stating that the delinquent
363 limited partnership's certificate has been cancelled by forfeiture by
364 reason of its default.

365 [(c)] (d) Cancellation shall be effective upon the filing by the
366 Secretary of the State in his office of such certificate of cancellation by
367 forfeiture.

368 [(d)] (e) After filing the certificate of cancellation by forfeiture, the
369 Secretary of the State shall: (1) [Send] Mail a certified copy thereof to
370 the delinquent limited partnership [, by registered or certified mail or
371 mail evidenced by a certificate of mailing,] at its address as last shown
372 on his records; and (2) cause notice of the filing of such certificate of
373 cancellation by forfeiture [to be published in two successive issues of
374 the Connecticut Law Journal] to be posted on the office of the Secretary
375 of the State's Internet web site for a period of sixty days following the
376 date on which the Secretary of the State files the certificate of
377 cancellation by forfeiture.

378 Sec. 13. Section 34-38g of the general statutes is repealed and the
379 following is substituted in lieu thereof (*Effective January 1, 2015*):

380 Before transacting business in this state, a foreign limited
381 partnership shall register with the Secretary of the State. In order to
382 register, a foreign limited partnership shall submit to the Secretary of
383 the State a signed copy of the application for registration as a foreign
384 limited partnership, signed and sworn to by a general partner and
385 setting forth: (1) The name of the foreign limited partnership and, if
386 different, the name under which it proposes to register and transact
387 business in the state; (2) the state and date of its formation; (3) the
388 general character of the business it proposes to transact in this state; (4)
389 the name and address of the agent in this state for service of process on
390 the foreign limited partnership required to be maintained by section
391 34-38p and an acceptance of such appointment signed by the agent
392 appointed if other than the Secretary of the State; (5) the address of the
393 office required to be maintained in the state of its organization by the
394 laws of that state, or, if not so required, of the principal office of the
395 foreign limited partnership; (6) the name and business address of each
396 general partner; (7) the address of the office at which is kept a list of
397 the names and addresses of the limited partners and their capital

398 contributions, together with an undertaking by the foreign limited
399 partnership to keep those records until the foreign limited partnership
400 registration in this state is cancelled or withdrawn; [and] (8) the date
401 the foreign limited partnership commenced transacting business in this
402 state; and (9) the electronic mail address, if any, of the foreign limited
403 partnership.

404 Sec. 14. Subsection (a) of section 34-38n of the general statutes is
405 repealed and the following is substituted in lieu thereof (*Effective July*
406 *1, 2015*):

407 (a) The Secretary of the State shall receive, for filing any document
408 or certificate required to be filed under sections 34-10, as amended by
409 this act, 34-13a, 34-13e, 34-32, 34-32a, 34-32c, 34-38g, as amended by
410 this act, and 34-38s, the following fees: (1) For reservation or
411 cancellation of reservation of name, sixty dollars; (2) for a certificate of
412 limited partnership and appointment of statutory agent, one hundred
413 twenty dollars; (3) for a certificate of amendment, one hundred twenty
414 dollars; (4) for a certificate of merger or consolidation, sixty dollars; [(5)
415 for a certificate of cancellation, sixty dollars; (6)] (5) for a certificate of
416 registration, one hundred twenty dollars; [(7)] (6) for a change of agent
417 or change of address of agent, twenty dollars; [(8)] (7) for a certificate
418 of reinstatement, one hundred twenty dollars; and [(9)] (8) for an
419 annual report, twenty dollars.

420 Sec. 15. Section 34-38u of the general statutes is repealed and the
421 following is substituted in lieu thereof (*Effective January 1, 2015*):

422 (a) The certificate of registration of a foreign limited partnership to
423 transact business in this state may be revoked by the Secretary of the
424 State upon the conditions provided in this section when: (1) [Any] The
425 foreign limited partnership has failed to file its annual report with the
426 Secretary of the State; (2) any wilful misrepresentation has been made
427 of any material matter in any application, report, affidavit or other
428 document, submitted by such foreign limited partnership pursuant to
429 this chapter; [(2)] (3) the foreign limited partnership is exceeding the

430 authority conferred upon it by this chapter; or [(3)] (4) the foreign
431 limited partnership is without an agent upon whom process may be
432 served in this state for sixty days or more.

433 (b) On the happening of the events set out in subdivision (1), (2),
434 [or] (3) or (4) of subsection (a) of this section, the Secretary of the State
435 shall give not less than twenty days' written notice to the foreign
436 limited partnership that he intends to revoke the certificate of
437 registration of such foreign limited partnership for one of said causes,
438 specifying the same. Such notice shall be given by registered or
439 certified mail [or mail evidenced by a certificate of mailing] addressed
440 to the foreign limited partnership at its address as last shown on the
441 records of the Secretary of the State. If, before expiration of the time set
442 forth in such notice, the foreign limited partnership establishes to the
443 satisfaction of the Secretary of the State that the stated cause for the
444 revocation of its certificate of registration did not exist at the time the
445 notice was mailed or, if it did exist at said time, has been cured, the
446 Secretary of the State shall take no further action. Otherwise, on the
447 expiration of the time stated in the notice, he shall revoke the certificate
448 of registration of such foreign limited partnership to transact business
449 in this state.

450 (c) Upon revoking the certificate of registration of any foreign
451 limited partnership, the Secretary of the State shall file a certificate of
452 revocation in his office and [mail] shall: (1) Mail a copy thereof to such
453 foreign limited partnership at its address as last shown on his records;
454 and (2) cause notice of the filing of such certificate of revocation to be
455 posted on the office of the Secretary of the State's Internet web site for
456 a period of sixty days following the date on which the Secretary of the
457 State files the certificate of revocation. The filing of such certificate of
458 revocation shall cause the authority of a foreign limited partnership to
459 transact business in this state to cease. Notwithstanding the filing of
460 the certificate of revocation, the appointment by a foreign limited
461 partnership of an attorney upon whom process may be served shall
462 continue in force as long as any liability remains outstanding against
463 the foreign limited partnership in this state.

464 Sec. 16. Subsection (a) of section 34-112 of the general statutes is
465 repealed and the following is substituted in lieu thereof (*Effective July*
466 *1, 2015*):

467 (a) Fees for filing documents and issuing certificates: (1) Filing
468 application to reserve a limited liability company name or to cancel a
469 reserved limited liability company name, sixty dollars; (2) filing
470 transfer of reserved limited liability company name, sixty dollars; (3)
471 filing articles of organization, including appointment of statutory
472 agent, one hundred twenty dollars; (4) filing change of address of
473 statutory agent or change of statutory agent, fifty dollars; (5) filing
474 notice of resignation of statutory agent in duplicate, fifty dollars; (6)
475 filing amendment to articles of organization, one hundred twenty
476 dollars; (7) filing restated articles of organization, one hundred twenty
477 dollars; (8) filing articles of merger or consolidation, sixty dollars; [(9)
478 filing articles of dissolution by resolution, fifty dollars; (10) filing
479 articles of dissolution by expiration, fifty dollars; (11) filing judicial
480 decree of dissolution, fifty dollars; (12)] (9) filing certificate of
481 reinstatement, one hundred twenty dollars; [(13)] (10) filing
482 application by a foreign limited liability company for certificate of
483 registration to transact business in this state and issuing certificate of
484 registration, one hundred twenty dollars; [(14)] (11) filing application
485 of foreign limited liability company for amended certificate of
486 registration to transact business in this state and issuing amended
487 certificate of registration, one hundred twenty dollars; [(15) filing
488 application for withdrawal of foreign limited liability company and
489 issuing certificate of withdrawal, one hundred twenty dollars; (16)]
490 (12) filing an annual report, twenty dollars; and [(17)] (13) filing an
491 interim notice of change of manager or member, twenty dollars.

492 Sec. 17. Section 34-121 of the general statutes is repealed and the
493 following is substituted in lieu thereof (*Effective January 1, 2015*):

494 The articles of organization of a limited liability company formed
495 under sections 34-100 to 34-242, inclusive, as amended by this act, shall
496 set forth: (1) A name for the limited liability company that satisfies the

497 requirements of section 34-102; (2) if management of the limited
498 liability company is vested in a manager or managers, a statement to
499 that effect; (3) the nature of the business to be transacted or the
500 purposes to be promoted or carried out, except that it shall be
501 sufficient to state, either alone or with other business or purposes, that
502 the purpose of the limited liability company is to engage in any lawful
503 act or activity for which limited liability companies may be formed
504 under sections 34-100 to 34-242, inclusive, as amended by this act, and
505 by such statement all lawful acts and activities shall be within the
506 purposes of the limited liability company, except for express
507 limitations, if any; (4) the principal office address of the limited
508 liability company; (5) an appointment of a statutory agent for service
509 of process as required by section 34-104; [and] (6) the electronic mail
510 address, if any, of the limited liability company; and (7) any other
511 matter the organizer or organizers determine to include.

512 Sec. 18. Section 34-215 of the general statutes is repealed and the
513 following is substituted in lieu thereof (*Effective January 1, 2015*):

514 (a) The Secretary of the State may effect the dissolution of a limited
515 liability company by forfeiture as provided in this section.

516 (b) Whenever it comes to the attention of the Secretary of the State
517 that a limited liability company is more than one year in default of
518 filing its annual report as required by section 34-106, the Secretary of
519 the State may notify such limited liability company by registered or
520 certified mail addressed to such limited liability company at its
521 principal office as last shown on his records that under the provisions
522 of this section the limited liability company's rights and powers are
523 prima facie forfeited. Unless the limited liability company within three
524 months of the mailing of such notice files such annual report, the
525 Secretary of the State shall prepare and file in his office a certificate of
526 dissolution by forfeiture stating that the delinquent limited liability
527 company has been dissolved by forfeiture by reason of its default.

528 [(b)] (c) Whenever it comes to the attention of the Secretary of the

529 State that a limited liability company has failed to maintain a statutory
530 agent for service, the Secretary of the State may notify such limited
531 liability company by registered or certified mail [or mail evidenced by
532 a certificate of mailing] addressed to such limited liability company at
533 its principal office as last shown on his records that under the
534 provisions of this section the limited liability company's rights and
535 powers are prima facie forfeited. Unless the limited liability company
536 within three months of the mailing of such notice files an appointment
537 of statutory agent for service, the Secretary of the State shall prepare
538 and file in his office a certificate of dissolution by forfeiture stating that
539 the delinquent limited liability company has been dissolved by
540 forfeiture by reason of its default.

541 [(c)] (d) Dissolution shall be effective upon the filing by the
542 Secretary of the State in his office of such certificate of dissolution by
543 forfeiture.

544 [(d)] (e) After filing the certificate of dissolution by forfeiture, the
545 Secretary of the State shall: (1) [Send] Mail a certified copy thereof to
546 the delinquent limited liability company [, by registered or certified
547 mail or mail evidenced by a certificate of mailing] addressed to such
548 limited liability company at its principal office as last shown on his
549 records; and (2) cause notice of the filing of such certificate of
550 dissolution by forfeiture [to be published in two successive issues of
551 the Connecticut Law Journal] to be posted on the office of the Secretary
552 of the State's Internet web site for a period of sixty days following the
553 date on which the Secretary of the State files the certificate of
554 dissolution by forfeiture.

555 Sec. 19. Section 34-223 of the general statutes is repealed and the
556 following is substituted in lieu thereof (*Effective January 1, 2015*):

557 Before transacting business in this state, a foreign limited liability
558 company shall register with the Secretary of the State. In order to
559 register, a foreign limited liability company shall submit to the
560 Secretary of the State an original signed copy of an application for

561 registration as a foreign limited liability company executed by a person
562 with authority to do so under the laws of the state or other jurisdiction
563 of its formation. The application shall set forth: (1) The name of the
564 foreign limited liability company and, if different, the name under
565 which it proposes to transact business in this state; (2) the state or other
566 jurisdiction where formed, and date of its organization; (3) the name
567 and address of the agent in this state for service of process on the
568 foreign limited liability company required to be maintained by section
569 34-224 and an acceptance of such appointment signed by the agent
570 appointed if other than the Secretary of the State; (4) the address of the
571 office required to be maintained in the state or other jurisdiction of its
572 organization by the laws of that state or jurisdiction or, if not so
573 required, of the principal office of the foreign limited liability
574 company; (5) a representation that the foreign limited liability
575 company is a "foreign limited liability company", as defined in section
576 34-101; (6) the character of the business which the foreign limited
577 liability company intends to transact in this state; [and] (7) the name
578 and respective business and residence addresses of a manager or a
579 member of the foreign limited liability company, except that, if good
580 cause is shown, the Secretary of the State may accept a business
581 address in lieu of business and residence addresses of such manager or
582 member. For purposes of [subdivision (7) of this section] this
583 subdivision, a showing of good cause shall include, but not be limited
584 to, a showing that public disclosure of the residence address of the
585 manager or member of the foreign limited liability company may
586 expose the personal security of such manager or member to significant
587 risk; and (8) the electronic mail address, if any, of the foreign limited
588 liability company.

589 Sec. 20. Section 34-232 of the general statutes is repealed and the
590 following is substituted in lieu thereof (*Effective January 1, 2015*):

591 (a) The certificate of registration of a foreign limited liability
592 company to transact business in this state may be revoked by the
593 Secretary of the State upon the conditions provided in this section
594 when: (1) [A] The foreign limited liability company has failed to file its

595 annual report with the Secretary of the State; (2) a wilful
596 misrepresentation has been made of any material matter in any
597 application, report, affidavit or other document, submitted by such
598 foreign limited liability company pursuant to sections 34-100 to 34-242,
599 inclusive, as amended by this act; [(2)] (3) the foreign limited liability
600 company is exceeding the authority conferred upon it by said sections;
601 or [(3)] (4) the foreign limited liability company is without an agent
602 upon whom process may be served in this state for sixty days or more.

603 (b) On the happening of the events set out in subdivision (1), (2),
604 [or] (3) or (4) of subsection (a) of this section, the Secretary of the State
605 shall give not less than twenty days written notice to the foreign
606 limited liability company that said secretary intends to revoke the
607 certificate of registration of such foreign limited liability company for
608 one of said causes, specifying the same. Such notice shall be given by
609 registered or certified mail [or mail evidenced by a certificate of
610 mailing] addressed to the foreign limited liability company at its
611 address as last shown on the records of the Secretary of the State. If,
612 before expiration of the time set forth in the notice, the foreign limited
613 liability company establishes to the satisfaction of the Secretary of the
614 State that the stated cause for the revocation of its certificate of
615 registration did not exist at the time the notice was mailed or, if it did
616 exist at said time, has been cured, the Secretary of the State shall take
617 no further action. Otherwise, on the expiration of the time stated in the
618 notice, said [secretary] Secretary shall revoke the certificate of
619 registration of such foreign limited liability company to transact
620 business in this state.

621 (c) Upon revoking the certificate of registration of any foreign
622 limited liability company, the Secretary of the State shall file a
623 certificate of revocation in his office and [mail] shall: (1) Mail a copy
624 thereof to such foreign limited liability company at its address as last
625 shown on said [secretary's] Secretary's records; and (2) cause notice of
626 the filing of such certificate of revocation to be posted on the office of
627 the Secretary of the State's Internet web site for a period of sixty days
628 following the date on which the Secretary of the State files the

629 certificate of revocation. The filing of such certificate of revocation
630 shall cause the authority of a foreign limited liability company to
631 transact business in this state to cease. Notwithstanding the filing of
632 the certificate of revocation, the appointment by a foreign limited
633 liability company of an attorney upon whom process may be served
634 shall continue in force as long as any liability remains outstanding
635 against the foreign limited liability company in this state.

636 Sec. 21. Section 34-413 of the general statutes is repealed and the
637 following is substituted in lieu thereof (*Effective July 1, 2015*):

638 The Secretary of the State shall charge and collect the following fees
639 and remit them to the Treasurer for the use of the state:

640 (a) Fees for filing documents and processing certificates: (1) Filing
641 application to reserve a registered limited liability partnership name or
642 to cancel a reserved limited liability partnership name, sixty dollars; (2)
643 filing transfer of reserved registered limited liability partnership name,
644 sixty dollars; (3) filing change of address of statutory agent or change
645 of statutory agent, fifty dollars; (4) filing certificate of limited liability
646 partnership, one hundred twenty dollars; (5) filing amendment to
647 certificate of limited liability partnership, one hundred twenty dollars;
648 [(6) filing renunciation of status report, fifty dollars; (7)] (6) filing
649 certificate of authority to transact business in this state, including
650 appointment of statutory agent, one hundred twenty dollars; [(8)] (7)
651 filing amendment to certificate of authority to transact business in this
652 state, one hundred twenty dollars; [(9) filing withdrawal of certificate
653 of authority, one hundred twenty dollars; (10)] (8) filing an annual
654 report, twenty dollars; [and (11)] (9) filing statement of merger, sixty
655 dollars; and (10) filing certificate of reinstatement, one hundred twenty
656 dollars.

657 (b) Miscellaneous charges: (1) For preparing and furnishing a copy
658 of any document, instrument or paper filed or recorded relating to a
659 registered limited liability partnership or foreign registered limited
660 liability partnership: For each copy of each such document thereof

661 regardless of the number of pages, forty dollars; for affixing his
662 certification thereto, fifteen dollars; (2) for the issuance of a certification
663 of legal existence of a registered limited liability partnership, forty
664 dollars; (3) for the issuance of a certificate of legal existence which
665 certificate may reflect any and all changes of registered limited liability
666 partnership names and the dates of filing thereof, eighty dollars; (4) for
667 the issuance of a certificate of legal existence reflecting amendments
668 and the date or dates of filing thereof, one hundred twenty dollars; and
669 (5) for other services for which fees are not provided by the general
670 statutes, the Secretary of the State may charge such fees as will in his
671 judgment cover the cost of the services provided.

672 Sec. 22. Section 34-419 of the general statutes is repealed and the
673 following is substituted in lieu thereof (*Effective January 1, 2015*):

674 (a) To become a registered limited liability partnership, a
675 partnership shall file a certificate of limited liability partnership with
676 the Secretary of the State, stating the name of the partnership, which
677 shall conform to the requirements of section 34-406; the address of its
678 principal office; if the partnership's principal office is not located in
679 this state, the address of a registered office and the name and address
680 of a registered agent for service of process in this state, which the
681 partnership will be required to maintain under section 34-408; a brief
682 statement of the business in which the partnership engages; the
683 electronic mail address, if any, of the registered limited liability
684 partnership; any other matters the partnership may determine to
685 include; and that the partnership thereby applies for status as a
686 registered limited liability partnership.

687 (b) The status of a partnership as a registered limited liability
688 partnership, and the liability of the partners for debts, obligations and
689 liabilities of or chargeable to the partnership, shall not be affected by
690 errors or subsequent changes in the information stated in a certificate
691 of limited liability partnership filed under this section or a report filed
692 under section 34-420.

693 Sec. 23. Section 34-422 of the general statutes is repealed and the
694 following is substituted in lieu thereof (*Effective January 1, 2015*):

695 (a) The Secretary of the State may effect the revocation of a
696 registered limited liability partnership's certificate of registered limited
697 liability partnership as provided in this section.

698 (b) Whenever any registered limited liability partnership is more
699 than [three months] one year in default of filing its annual report, the
700 Secretary of the State [shall] may notify such registered limited liability
701 partnership by registered or certified mail [or mail evidenced by a
702 certificate of mailing] addressed to such registered limited liability
703 partnership at its principal office as last shown in the records of said
704 [secretary] Secretary that under the provisions of this section the
705 registered limited liability partnership's status as a registered limited
706 liability partnership is [in default and will be subject to revocation after
707 three months from the date of mailing] to be revoked by reason of its
708 default. Unless within three months after the mailing of such notice the
709 registered limited liability partnership files a report made out and
710 verified in all respects as the annual report of such registered limited
711 liability partnership, the Secretary of the State shall prepare and file in
712 the office of said [secretary] Secretary a certificate of revocation by
713 forfeiture stating that the status of the registered limited liability
714 partnership as a registered limited liability partnership has been
715 revoked by reason of its default. The status of a registered limited
716 liability partnership, including the liability of partners for debts,
717 obligations and liabilities of or chargeable to the partnership, is
718 retained until expressly revoked by the Secretary of the State.
719 Revocation of the status of a registered limited liability partnership
720 shall not affect the status of said partnership or the liability of the
721 partners thereof with regard to events, acts or omissions occurring
722 prior to the date of revocation.

723 (c) Whenever it comes to the attention of the Secretary of the State
724 that a registered limited liability partnership has failed to maintain a
725 statutory agent for service, the Secretary of the State may notify such

726 registered limited liability partnership by registered or certified mail
727 [or mail evidenced by a certificate of mailing] addressed to such
728 registered limited liability partnership at its principal office as last
729 shown on his records that under the provisions of this section the
730 registered limited liability partnership's rights and powers are in
731 default. Unless the registered limited liability partnership within three
732 months of the mailing of such notice files an appointment of statutory
733 agent for service, the Secretary of the State shall prepare and file in his
734 office a certificate of revocation by forfeiture stating that the status of
735 the registered limited liability partnership as a registered limited
736 liability partnership has been revoked by reason of its default. The
737 status of a registered limited liability partnership, including the
738 liability of partners for debts, obligations and liabilities of or
739 chargeable to the partnership, is retained until expressly revoked by
740 the Secretary of the State. Revocation of the status of a registered
741 limited liability partnership shall not affect the status of said
742 partnership or the liabilities of the partners thereof with regard to
743 events, acts or omissions occurring prior to the date of revocation.

744 (d) Revocation shall be effective upon the filing by the Secretary of
745 the State in his office of such certificate of revocation.

746 (e) After filing the certificate of revocation, the Secretary of the State
747 shall: (1) [Send] Mail a certified copy thereof to the delinquent
748 registered limited liability partnership [, by registered or certified mail
749 or mail evidenced by a certificate of mailing] addressed to such
750 registered limited liability partnership at its principal office as last
751 shown on his records; and (2) cause notice of the filing of such
752 certificate of revocation to be [published in two successive issues of the
753 Connecticut Law Journal] posted on the office of the Secretary of the
754 State's Internet web site for a period of sixty days following the date on
755 which the Secretary of the State files the certificate of revocation.

756 Sec. 24. Section 34-429 of the general statutes is repealed and the
757 following is substituted in lieu thereof (*Effective January 1, 2015*):

758 Before transacting business in this state, a foreign registered limited
759 liability partnership shall file a certificate of authority with the
760 Secretary of the State executed by a person with authority to do so
761 under the laws of the state or other jurisdiction where it is registered as
762 a registered limited liability partnership. The certificate of authority
763 shall set forth: (1) The name of the partnership and, if different, the
764 name under which it proposes to transact business in this state, either
765 of which shall conform to the requirements of section 34-406; (2) the
766 state or other jurisdiction where it is registered as a registered limited
767 liability partnership and the date of its registration; (3) the name and
768 address of the agent in this state for service of process required to be
769 maintained by section 34-408 and an acceptance of such appointment
770 signed by the agent appointed; (4) the address of the office required to
771 be maintained in the state or other jurisdiction of its organization by
772 the laws of that state or jurisdiction or, if not so required, of the
773 principal office of the partnership; (5) a representation that the
774 partnership is a "foreign registered limited liability partnership" as
775 defined in section 34-301; (6) a brief statement of the business in which
776 the partnership engages; [and] (7) the electronic mail address, if any, of
777 the foreign registered limited liability partnership; and (8) any other
778 matters the partnership may determine to include.

779 Sec. 25. Section 34-433 of the general statutes is repealed and the
780 following is substituted in lieu thereof (*Effective January 1, 2015*):

781 (a) The certificate of authority of a foreign registered limited liability
782 partnership to transact business in this state may be revoked by the
783 Secretary of the State upon the conditions provided in this section
784 when: (1) The foreign registered limited liability partnership has failed
785 to file its annual report with the Secretary of the State; or (2) a wilful
786 misrepresentation has been made of any material matter in any
787 application, report, affidavit or other document, submitted by such
788 foreign registered limited liability partnership pursuant to sections 34-
789 300 to 34-434, inclusive, as amended by this act.

790 (b) (1) Upon the happening of the events set out in subdivision (1) of

791 subsection (a) of this section, the Secretary of the State may revoke the
792 certificate of authority of such foreign registered limited liability
793 partnership to transact business in this state. (2) Upon determining to
794 revoke the certificate of authority of a foreign registered limited
795 liability partnership the Secretary of the State shall give not less than
796 thirty days' written notice to the foreign registered limited liability
797 partnership that said [secretary] Secretary intends to revoke the
798 certificate of authority of such foreign registered limited liability
799 partnership for one of said causes, specifying the same. Such notice
800 shall be given by registered or certified mail [or mail evidenced by a
801 certificate of mailing] addressed to the foreign registered limited
802 liability partnership at its address as last shown on the records of the
803 Secretary of the State. If, before expiration of the time set forth in the
804 notice, the foreign registered limited liability partnership establishes to
805 the satisfaction of the Secretary of the State that the stated cause for the
806 revocation of its certificate of authority did not exist at the time the
807 notice was mailed or, if it did exist at said time, has been cured, the
808 Secretary of the State shall take no further action. Otherwise, on the
809 expiration of the time stated in the notice, said [secretary] Secretary
810 shall revoke the certificate of authority of such foreign registered
811 limited liability partnership to transact business in this state.

812 (c) Upon revoking the certificate of authority of any foreign
813 registered limited liability partnership, the Secretary of the State shall
814 file a certificate of revocation in his office and [mail] shall: (1) Mail a
815 copy thereof to such foreign registered limited liability partnership at
816 its address as last shown on said [secretary's] Secretary's records; and
817 (2) cause notice of the filing of such certificate of revocation to be
818 posted on the office of the Secretary of the State's Internet web site for
819 a period of sixty days following the date on which the Secretary of the
820 State files the certificate of revocation. The filing of such certificate
821 shall cause the authority of a foreign registered limited liability
822 partnership to transact business in this state to cease. Notwithstanding
823 the filing of the certificate of revocation, the appointment by a foreign
824 registered limited liability partnership of an attorney upon whom

825 process may be served shall continue in force as long as any liability
826 remains outstanding against the partnership in this state.

827 (d) The authority to transact business in this state is retained until
828 expressly revoked by the Secretary of the State. Revocation of the
829 authority of a foreign registered limited liability partnership to transact
830 business in this state shall not affect the status of said partnership in
831 this state under subsection (4) of section 34-400, or the validity of the
832 acts of said partnership occurring prior to the effective date of
833 revocation.

834 Sec. 26. Section 34-509 of the general statutes is repealed and the
835 following is substituted in lieu thereof (*Effective July 1, 2015*):

836 (a) The Secretary of the State shall charge and collect the following
837 fees and remit them to the Treasurer for the use of the state: (1) For
838 filing of an application for reservation of name, and application for
839 renewal of reservation, or notice of transfer or cancellation of
840 reservation pursuant to section 34-506, sixty dollars; (2) for filing of a
841 certificate of trust, a certificate of amendment [,] or a restated certificate
842 of trust, [or a certificate of cancellation,] one hundred twenty dollars;
843 (3) for preparing and furnishing a copy of any certificate filed relating
844 to a statutory trust: For each copy of each such document thereof
845 regardless of the number of pages, forty dollars; for affixing his
846 certification thereto, fifteen dollars; (4) for preparing and furnishing a
847 certificate of existence or authorization, forty dollars; (5) for preparing
848 and furnishing a certificate of existence or authorization reflecting any
849 and all changes of name and the date or dates of filing thereof, eighty
850 dollars; (6) for filing of a certificate of merger or consolidation, sixty
851 dollars; and (7) for other services for which fees are not provided by
852 the general statutes, the Secretary of the State may charge such fees as
853 will in his judgment cover the cost of the services provided.

854 (b) The tax imposed under chapter 219 shall not be imposed upon
855 any transaction for which a fee is charged under sections 34-500 to 34-
856 547, inclusive, as amended by this act.

857 Sec. 27. (NEW) (*Effective January 1, 2015*) (a) At any time after
 858 revocation of registered limited liability partnership status pursuant to
 859 section 34-422 of the general statutes, as amended by this act, such
 860 status may be reinstated as provided in this section.

861 (b) If the name of the registered limited liability partnership is no
 862 longer available, such name shall, simultaneously with reinstatement,
 863 be changed to an available name by amendment of the certificate of
 864 limited liability partnership.

865 (c) A certificate of reinstatement conforming, with adaptations that
 866 are appropriate, to the content requirements of a certificate of limited
 867 liability partnership shall be executed and filed with the office of the
 868 Secretary of the State pursuant to sections 34-410 and 34-411 of the
 869 general statutes.

870 (d) A certificate of reinstatement shall be accompanied by: (1)
 871 Payment of all penalties and forfeitures incurred by the limited
 872 liability partnership and a reinstatement fee as provided in section 34-
 873 413 of the general statutes, as amended by this act; (2) an annual report
 874 for the current year; and (3) an appointment of statutory agent for
 875 service, if required by section 34-408 of the general statutes.

876 (e) Upon the filing of the certificate of reinstatement with the
 877 Secretary of the State, reinstatement shall be effective, the status of the
 878 partnership as a limited liability partnership shall commence and such
 879 limited liability partnership shall be revested with its rights and
 880 powers under sections 34-300 to 34-434, inclusive, of the general
 881 statutes, as amended by this act.

This act shall take effect as follows and shall amend the following sections:		
Section 1	<i>July 1, 2015</i>	33-617(a)
Sec. 2	<i>January 1, 2015</i>	33-890
Sec. 3	<i>January 1, 2015</i>	33-922
Sec. 4	<i>January 1, 2015</i>	33-935

Sec. 5	<i>January 1, 2015</i>	33-936
Sec. 6	<i>July 1, 2015</i>	33-1013(a)
Sec. 7	<i>January 1, 2015</i>	33-1181
Sec. 8	<i>January 1, 2015</i>	33-1212
Sec. 9	<i>January 1, 2015</i>	33-1225
Sec. 10	<i>January 1, 2015</i>	33-1226
Sec. 11	<i>January 1, 2015</i>	34-10
Sec. 12	<i>January 1, 2015</i>	34-32b
Sec. 13	<i>January 1, 2015</i>	34-38g
Sec. 14	<i>July 1, 2015</i>	34-38n(a)
Sec. 15	<i>January 1, 2015</i>	34-38u
Sec. 16	<i>July 1, 2015</i>	34-112(a)
Sec. 17	<i>January 1, 2015</i>	34-121
Sec. 18	<i>January 1, 2015</i>	34-215
Sec. 19	<i>January 1, 2015</i>	34-223
Sec. 20	<i>January 1, 2015</i>	34-232
Sec. 21	<i>July 1, 2015</i>	34-413
Sec. 22	<i>January 1, 2015</i>	34-419
Sec. 23	<i>January 1, 2015</i>	34-422
Sec. 24	<i>January 1, 2015</i>	34-429
Sec. 25	<i>January 1, 2015</i>	34-433
Sec. 26	<i>July 1, 2015</i>	34-509
Sec. 27	<i>January 1, 2015</i>	New section

The following Fiscal Impact Statement and Bill Analysis are prepared for the benefit of the members of the General Assembly, solely for purposes of information, summarization and explanation and do not represent the intent of the General Assembly or either chamber thereof for any purpose. In general, fiscal impacts are based upon a variety of informational sources, including the analyst's professional knowledge. Whenever applicable, agency data is consulted as part of the analysis, however final products do not necessarily reflect an assessment from any specific department.

OFA Fiscal Note

State Impact:

Agency Affected	Fund-Effect	FY 15 \$	FY 16 \$
Secretary of the State	GF - Potential Revenue Loss	None	More than 400,000
Secretary of the State	GF - Potential Cost	Minimal	Minimal
Secretary of the State	GF - Savings	None	Minimal

Municipal Impact: None

Explanation

The bill eliminates fees associated with the termination or dissolution of certain business entities and allows the Secretary of the State (SOTS) to administratively dissolve certain business entities that fail to file an annual report.

Fees for terminations, dissolutions, and withdrawals range from \$20 to \$120 with an average of \$73. During calendar years 2011 and 2012 the Secretary of the State processed approximately 10,000 transactions per year that would be impacted by the bill. Though the revenue loss to the SOTS is dependent upon both the number and type of affected transactions, it is anticipated to be greater than \$400,000 in FY 16.

In addition, the SOTS is anticipated to realize minimal savings, starting FY 16 and continuing annually thereafter, associated with a reduction in check processing arising from the elimination of certain fees for dissolution of business entities. The SOTS may also realize minimal savings through a reduction of notices sent to delinquent businesses if granted the authority to administratively dissolve certain business entities.

The provisions in the bill that allow SOTS to administratively dissolve certain business entities that fail to file an annual report are anticipated to result in potential minimal costs for SOTS in FY 15 and annually thereafter.

House “A” delayed the effective date of the elimination of certain fees resulting in the fiscal impact identified above.

The Out Years

The annualized ongoing fiscal impact identified above would continue into the future subject to inflation.

OLR Bill Analysis**sHB 5489 (as amended by House "A")******AN ACT CONCERNING THE INTEGRITY OF THE BUSINESS REGISTRY.*****SUMMARY:**

This bill:

1. subjects various business entities to the secretary of the state's administrative dissolution or similar procedure for failing to file an annual report,
2. makes changes regarding the notice of final action the secretary sends in the administrative dissolution and similar procedures for different business entities and authorizes a limited liability partnership (LLP) to seek reinstatement,
3. makes changes to the secretary's procedures to revoke the certificate of authority to conduct business in Connecticut for foreign stock and nonstock corporations,
4. eliminates a number of fees for business entities filing documents with the secretary to terminate their existence or cease doing business in Connecticut, and
5. requires various business entities to include their email addresses on certain documents filed with the secretary.

The bill also makes technical and conforming changes.

*House Amendment "A" makes the provisions eliminating certain fees and adding a fee for LLP reinstatement effective July 1, 2015 instead of January 1, 2015 and makes a technical change.

EFFECTIVE DATE: January 1, 2015, except the provisions eliminating certain fees and adding a fee for LLP reinstatement are effective July 1, 2015.

FAILING TO FILE ANNUAL REPORTS

§§ 2 & 7 — *Connecticut Stock and Nonstock Corporations*

The bill allows the secretary of the state to administratively dissolve (1) Connecticut stock corporations that fail to file an annual report for more than one year past its due date and (2) Connecticut nonstock corporations that fail to file an annual report for more than two years. The secretary can currently use this authority when a corporation fails to maintain a registered agent as required by law or the agent cannot be found.

As under current law for this process, (1) the secretary must send a notice of administrative dissolution by registered or certified mail to the corporation's principal office as shown on the secretary's records, (2) the corporation has three months to fix the deficiency, and (3) the secretary files a certificate of administrative dissolution stating the corporation is administratively dissolved because of its default.

§§ 4-5 & 9-10 — *Foreign Stock and Nonstock Corporations*

The bill makes a foreign stock corporation's failure to file its annual report with the secretary grounds for revoking its certificate of authority to transact business in Connecticut. It subjects a foreign nonstock corporation to revocation proceedings upon failure to file the report, rather than when the report is 60 days past due as required by current law. By law, the secretary can revoke the certificates of these corporations for several specified reasons. The bill alters current law's revocation procedures and applies them to revocations for failing to file an annual report (see below).

§§ 12 & 15 — *Limited Partnerships (LP)*

The bill allows the secretary to cancel a Connecticut LP by forfeiture for failing to file an annual report for one year past its due date. The secretary can currently use this procedure for an LP that fails to

maintain a statutory agent.

As under current law, the secretary must send notice by registered or certified mail to the LP that its rights and powers are prima facie forfeited within three months after the notice's mailing. If the LP does not fix the deficiency, the secretary files a certificate of cancellation by forfeiture.

For foreign LPs, the bill makes failing to file an annual report grounds for revoking its certificate to do business in Connecticut. Existing law gives the secretary this authority based on an LP's wilful misrepresentation of a material fact in a document, exceeding its statutory authority, or failing to have an agent for service of process for at least 60 days.

As under current law, the secretary must give at least 20 days written notice to the foreign LP by registered or certified mail to its last-known address. The bill eliminates an option of notice by mail evidenced by a certificate of mailing. If the foreign LP does not correct the problem, the secretary revokes the LP's certificate.

§§ 18 & 20 — *Limited Liability Companies (LLC)*

The bill allows the secretary to dissolve an LLC by forfeiture if it has not filed an annual report more than one year since its due date. The LLC has three months to file the report or the secretary files a certificate of dissolution by forfeiture.

The law already allows such a dissolution for failing to maintain a statutory agent for service of process. As under current law, the secretary can mail notice of this reason for dissolution by registered or certified mail. The bill no longer allows notice by mail evidenced by a certificate of mailing.

For a foreign LLC, the bill allows revocation for failing to file an annual report. Currently, this procedure applies to wilful misrepresentation of a material fact in a document, exceeding its statutory authority, or failing to have an agent for service of process

for at least 60 days. As under current law, the secretary must give at least 20 days written notice to the foreign LLC by registered or certified mail to its last-known address. The bill eliminates an option of notice by mail evidenced by a certificate of mailing.

§§ 23 & 25 — LLPs

Under current law, the secretary must notify an LLP of proceedings to revoke a certificate of registration if the LLP is more than three months past its annual report's due date. The bill instead (1) makes the revocation discretionary and (2) requires that the report be past due for more than one year before proceedings begin. The law already allows such a revocation for failing to have a statutory agent for service of process.

As under current law, the secretary can notify the LLP by registered or certified mail and the LLP has three months from mailing to fix the problem or the secretary revokes its certificate. The bill eliminates the option of notice by mail evidenced by a certificate of mailing.

Existing law already subjects a foreign LLP to revocation procedures for failing to file an annual report. The bill eliminates the option for the secretary to send notice of these proceedings by mail evidenced by a certificate of mailing.

NOTICE OF ADMINISTRATIVE DISSOLUTION OR SIMILAR PROCEDURE

By law, if a business entity does not cure the deficiency that triggered a notice of dissolution or similar procedures, the dissolution or procedure becomes final. The bill (1) makes a number of similar changes that apply to the notices the secretary must send to these businesses and (2) applies them to dissolutions or procedures based on failing to file an annual report. The changes vary depending on the type of entity.

Various Entities

For a stock or nonstock corporation administrative dissolution, LP

certificate of cancellation, LLC dissolution by forfeiture, or LLP revocation of certificate of registration, current law requires the secretary to mail a copy of the certificate of dissolution or other termination document to the entity's last-known principal office. The bill eliminates requirements that the secretary (1) use registered or certified mail and (2) publish notice of the dissolution in two successive issues of the *Connecticut Law Journal*. Instead, the bill requires her to post the notices on her website for 60 days (§§ 2, 7, 12, 18, and 23).

For foreign LPs, foreign LLCs, and foreign registered LLPs, the law already requires simply mailing the notice, and the bill additionally requires posting it on the secretary's website for 60 days (§§ 15, 20 & 25).

For an LLP subject to a proceeding for failing to maintain a statutory agent, the law allows the secretary to send notice by registered or certified mail. The bill eliminates the option to send it by mail evidenced by a certificate of mailing.

Foreign Stock and Nonstock Corporations

By law, the secretary can revoke the certificate for these corporations if (1) the corporation is 60 days past due on license fees, franchise taxes, or penalties; (2) the corporation does not have a registered agent or office in the state or does not inform the secretary of changes regarding its agent for at least 60 days; (3) an incorporator, director, officer, or agent signs a document for filing with the secretary knowing it is false in a material respect; or (4) the secretary receives an authenticated certificate from the corporation's state of incorporation indicating its dissolution or merger into another entity. As described above, the secretary can also revoke a certificate for failing to file an annual report.

The bill alters the procedures applicable to all of these revocations in the following ways.

1. Instead of serving written notice (which could be by a proper officer or other person lawfully empowered to do so, by registered or certified mail, return receipt requested), the bill requires the secretary to provide notice by registered or certified mail sent to the principal office's address as shown in the records.
2. The bill gives the corporation 90 days after mailing, rather than 60 days from service as under current law, to correct the problem.
3. After this period, instead of serving a copy of the revocation certificate, the bill requires mailing a copy to the corporation's last-known principal office address and posting a notice on the secretary's website for 60 days.

LLP REINSTATEMENT

The bill allows a registered LLP whose status is revoked by the secretary as described above to file for reinstatement. The bill requires changing the LLP's name through an amendment to the certificate of LLP if its name is no longer available. The LLP must (1) file a certificate of reinstatement with the secretary; (2) pay all penalties, forfeitures, and reinstatement fees; (3) file an annual report for the current year; and (4) appoint a statutory agent for service of process. The bill makes reinstatement effective upon filing the certificate, allows the status as an LLP to commence, and reinvests the LLP with its statutory rights and powers (§ 27).

The bill adds a \$120 fee for a domestic or foreign LLP filing a certificate of reinstatement (§ 21).

ELIMINATED FILING FEES

The bill eliminates fees for certain filings with the secretary of the state, as shown in Table 1.

Table 1: Entity Filing Fees Eliminated by the Bill

Bill §	Entity	Document	Filing Fee Eliminated
1	Stock corporation	Certificate of dissolution	\$50
1	Foreign stock corporation	Application for and certificate of withdrawal	100
6	Nonstock corporation	Certificate of dissolution	20
6	Foreign nonstock corporation	Application for and certificate of withdrawal	40
14	LP	Certificate of cancellation	60
16	LLC	Articles of dissolution by resolution, articles of dissolution by expiration, or a judicial decree of dissolution	50
16	Foreign LLC	Application for and certificate of withdrawal	120
21	LLP	Renunciation of status	50
21	Foreign LLP	Withdrawal of certificate of authority	120
26	Statutory trust	Certificate of cancellation	120

EMAIL ADDRESSES

The bill requires business entities to include email addresses, if they have one, on the following documents filed with the secretary's office:

1. a foreign stock corporation's application for certificate of authority to transact business in Connecticut (§ 3),
2. a foreign nonstock corporation's application for certificate of authority to conduct affairs in Connecticut (§ 8),
3. an LP certificate (§ 11),
4. a foreign LP's application for registration (§ 13),
5. an LLC's articles of organization (§ 17),
6. a foreign LLC's application to register to do business in Connecticut (§ 19),

7. an LLP's certificate of registration (§ 22), and
8. a foreign registered LLP's certificate of authority (§ 24).

BACKGROUND***Related Bill***

sSB 411 (File 541), passed by the Senate, includes a provision on the effect of an LLC's or LP's reinstatement after administrative dissolution or cancellation.

COMMITTEE ACTION

Judiciary Committee

Joint Favorable Substitute

Yea 32 Nay 0 (04/01/2014)

Finance, Revenue and Bonding Committee

Joint Favorable

Yea 48 Nay 0 (04/25/2014)